

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re : **Chapter 11**
TERRAFORM LABS PTE. LTD., : **Case No. 24-10070 (BLS)**
Debtor.¹ :
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**CERTIFICATION OF COUNSEL REGARDING ORDER
AUTORIZING DEBTOR TO FILE UNDER SEAL CONFIDENTIAL
INFORMATION IN CONNECTION WITH THE APPLICATION TO
RETAIN AND EMPLOY DENTONS US LLP AS SPECIAL COUNSEL**

The undersigned hereby certifies as follows:

1. On March 2, 2024, Terraform Labs Pte. Ltd., as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”), filed the *Notice of Filing of Redacted Versions of Dentons US LLP’s Engagement Letters* [Docket No. 116] (the “**Notice of Redacted Engagement Letters**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached to the Notice of Redacted Engagement Letters were proposed redacted versions of the following documents:

(i) the engagement letter, dated as of November 27, 2023, by and between Dentons US LLP (“**Dentons**”) and the Debtor (the “**2023 Engagement Letter**”), a copy of which was attached to the Notice of Redacted Engagement Letters as Exhibit A; and

(ii) the engagement letter, dated as of May 25, 2021, by and between Dentons and the Debtor (the “**2021 Engagement Letter**” and together with the 2023 Engagement Letter, the “**Engagement Letters**”), a copy of which was attached to the Notice of Redacted Engagement Letters as Exhibit B.

The Debtor also filed sealed versions of the Engagement Letters at Docket No. 117.

¹ The Debtor’s principal office is located at 1 Wallich Street, #37-01, Guoco Tower, Singapore 078881.

2. On March 4, 2024, the Debtor filed with the Court the *Debtor's Motion for Entry of an Order Authorizing Debtor to File Under Seal Confidential Information in Connection with the Application to Retain and Employ Dentons US LLP as Special Counsel* [Docket No. 141] (the “**Motion**”), seeking entry of an order authorizing the Debtor to redact the Engagement Letters. Attached to the Motion as Exhibit A was a proposed form of order granting the relief sought therein (the “**Proposed Order**”).

3. Pursuant to the *Notice of Motion and Hearing* that was attached to the Motion, objections or responses to the relief requested in the Motion, if any, were to be made prior to or at the time of the hearing on March 5, 2024 at 2:30 p.m. (ET) (the “**Objection Deadline**”).

4. Prior to the Objection Deadline, the Debtor received certain informal comments (the “**Comments**”) to the proposed redactions in the Engagement Letters from the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”), and the U.S. Trustee requested certain changes to the proposed redactions. Other than the Comments, the Debtor received no other informal responses to the Motion, and no objection or responsive pleading to the Motion has appeared on the Court’s docket in this chapter 11 case.

5. To resolve the Comments, the Debtor has agreed (i) to final redactions to the 2023 Engagement Letter and (ii) that no redactions are necessary with respect to the 2021 Engagement Letter.² In accordance with the foregoing agreement between the Debtor and the U.S. Trustee, the Debtor filed the final Engagement Letters (the “**Final Engagement Letters**”) contemporaneously herewith. In addition, the Debtor has revised the Proposed Order (the “**Revised Proposed Order**”) to reflect the filing of the Final Engagement Letters. The Revised

² In accordance with the agreement between the Debtor and the U.S. Trustee, the Debtor has withdrawn its request for redaction of the 2021 Engagement Letter.

Proposed Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a blackline of the Revised Proposed Order marked against the Proposed Order is attached hereto as **Exhibit 2**.

6. The Revised Proposed Order has been circulated to the U.S. Trustee, and the U.S. Trustee does not object to the entry of the Revised Proposed Order.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtor respectfully requests that the Revised Proposed Order, in the form attached hereto as Exhibit 1, be entered at the earliest convenience of the Court.

Dated: March 11, 2024
Wilmington, Delaware

/s/ Matthew P. Milana

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